

14863-VV  
14863-WW

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

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ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
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JAMES C. MARTIN, JR.

\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN MARYLAND

OF COUNSEL  
URBAN A. LESTER

CABLE ADDRESS  
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RECORDATION NO

13 July 1989

RECORDATION NO

FILED 1425

9-194A048

JUL 13 1989 -3 20 PM

JUL 13 1989 -3 20 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of (1) a Supplement No. 1 dated July 11, 1989 to Schedule B Annexed to Amended and Restated Bridge Loan, Chattel Mortgage and Security Agreement dated as of June 30, 1989 (the "Loan Agreement") and (2) a Supplement No. 1 dated July 11, 1989 to Schedule I Annexed to Amended and Restated Assignment of Leases dated as of June 30, 1989 (the "Lease Assignments").

The enclosed secondary documents relate to the Loan Agreement and the Lease Assignments, which are duly filed and recorded on July 7, 1989 under Recordation Number 14863-TT and 14863-UU.

The names and addresses of the parties to the enclosed documents are:

Mortgagor/Assignor: ACF Industries, Incorporated  
3301 Rider Trail South  
Earth City, Missouri 63045

Mortgagee/Assignee: Norstar Bank  
40 Main Street  
Hempstead, New York 11531

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule I attached hereto and made a part hereof.

Countersigned  
C.T. Kappler

NOTOR OPERATING  
JUL 13 3 15 PM '89

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
13 July 1989  
Page Two

The undersigned is agent for the Mortgagor/Assignor named above for the purpose of submitting the enclosed documents for filing and recordation.

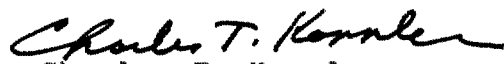
Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, NW, Washington, DC 20006.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Supplement No. 1 dated July 11, 1989 to Schedule B Annexed to Amended and Restated Bridge Loan, Chattel Mortgage and Security Agreement dated June 30, 1989, and Supplement No. 1 dated July 11, 1989 to Schedule I Annexed to Amended and Restated Assignment of Leases dated as of June 30, 1989, covering the release and deletion of 124 railcars.

Very truly yours,

  
Charles T. Kappler

Enclosures

SCHEDULE I

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>AAR DESG.</u>	<u>COST</u>
ACFX 41501-41600	100	C214	\$ 4,711,300
ACFX 65858-65862 65865-65866 65869	8	C414	406,224
			<u>\$ 5,117,524</u>

DOC #

Interstate Commerce Commission  
Washington, D.C. 20423

7/13/89

OFFICE OF THE SECRETARY

Charles T Kappler  
Alvord & Alvord  
918 16th St N.W.  
Washington, D.C. 20006

Dear: Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/13/89 , at 3:20pm , and assigned recordation number(s). 14863-VV & 14863-WW & 16427

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

SUPPLEMENT TO AMENDED AND RESTATED BRIDGE LOAN,  
CHattel MORTGAGE AND SECURITY AGREEMENT

SUPPLEMENT NO. 1

TO

SCHEDULE B

ANNEXED TO AMENDED AND RESTATED BRIDGE LOAN,  
CHattel MORTGAGE AND SECURITY AGREEMENT

DATED JUNE 30, 1989

BETWEEN

ACF INDUSTRIES, INCORPORATED

("DEBTOR")

AND

NORSTAR BANK ("BANK")

14863-VV  
RECORDATION ACT FILED 1425

JUL 13 1989 -3 20 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, Debtor and the Bank entered into a certain Amended and Restated Bridge Loan, Chattel Mortgage and Security Agreement dated June 30, 1989 (the "Loan Agreement") pursuant to which the Bank agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Bank this Supplement to Amended and Restated Bridge Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligation of the Bank to make or maintain the Loans that Debtor shall execute and deliver to the Bank this Supplement to Amended and Restated Bridge Loan, Chattel Mortgage and Security Agreement;

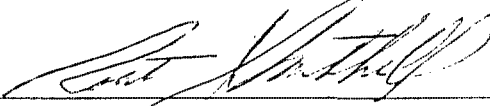
NOW, THEREFORE, the parties hereto hereby agree as follows:

Schedule B to the Loan Agreement is hereby amended by deleting therefrom the following described Collateral (as defined in the Loan Agreement) which Collateral is hereby released from the liens and encumbrances created under and pursuant to the Loan Agreement:

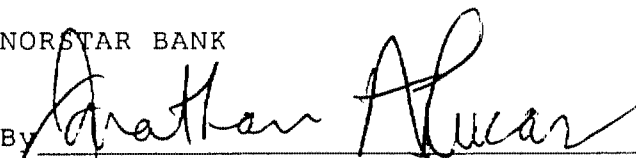
See Schedule I annexed hereto and made a part hereof.

IN WITNESS WHEREOF, the parties hereto have caused  
this Supplement to be duly executed this 11th day of July 1989.

ACF INDUSTRIES, INCORPORATED

By   
Name:  
Title:

NORSTAR BANK

By   
Name:  
Title: VP

STATE OF NEW YORK       )  
                              :     SS.:  
COUNTY OF Westchester)

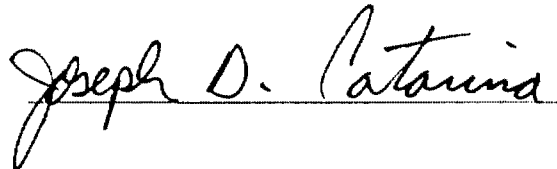
On this 11<sup>TH</sup> day of July, 1989, before me personally came ROBERT J. MITCHELL, to me known, who being to me duly sworn, did depose and say that he resides at 3 Woodland Drive, Woodbury New York, 11797, that he is the Treasurer of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.



Notary Public, State of New York  
My Comm. Expires June 1, 1991  
91

STATE OF NEW YORK       )  
                              :     SS.:  
COUNTY OF NEW YORK    )

On this 11<sup>th</sup> day of July, 1989, before me personally came Jonathan Lyles, to me known, who being to me duly sworn, did depose and say that he resides at 666 Third Avenue, New York, NY, that he is the Vice President of NORSTAR BANK, the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.



JOSEPH CATARINA  
NOTARY PUBLIC, State of New York  
No. 31-4896080  
Qualified in New York County  
Commission Expires June 1, 1991

SCHEDULE I

<u>CAR NUMBERS</u>	<u>NO. OF CARS</u>	<u>AAR DESG.</u>	<u>COST</u>
ACFX 41501-41600	100	C214	\$ 4,711,300
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